

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC
RECORDING CORPORATION; ARISTA
MUSIC, fka BMG MUSIC; CAPITOL
RECORDS LLC fka CAPITOL RECORDS,
INC.; ELEKTRA ENTERTAINMENT
GROUP INC.; INTERSCOPE RECORDS;
LAFACE RECORDS LLC; MOTOWN
RECORD COMPANY, L.P.; PRIORITY
RECORDS LLC; SONY MUSIC
ENTERTAINMENT, fka SONY BMG
MUSIC ENTERTAINMENT; UMG
RECORDINGS, INC.; VIRGIN RECORDS
AMERICA, INC.; and WARNER BROS.
RECORDS INC.,

Plaintiffs,

v.

LIME WIRE LLC; LIME GROUP LLC;
MARK GORTON; and M.J.G. LIME WIRE
FAMILY LIMITED PARTNERSHIP,

Defendants

06 Civ. 05936 (KMW)
ECF CASE

**DECLARATION OF KELLY M. KLAUS IN SUPPORT OF PLAINTIFFS' MOTION
FOR EXPEDITED APPOINTMENT OF RECEIVER TO ENSURE COMPLIANCE
WITH PERMANENT INJUNCTION**

I, Kelly M. Klaus, hereby declare as follows:

1. I am a partner in the law firm of Munger, Tolles & Olson LLP, counsel of record for Plaintiffs. I make this Declaration in support of Plaintiffs' Motion for Expedited Appointment of Receiver to Ensure Compliance with Permanent Injunction. The contents of this Declaration are based upon my own personal knowledge, and if called upon to do so, I could and would testify competently to the matters stated herein.

2. On October 26, 2010, this Court entered a Consent Injunction against Defendants Lime Wire LLC, Lime Group LLC, and Mark Gorton (collectively “Defendants”). This Consent Injunction appears in the Court’s Docket as Document No. 334. A true and correct copy of that Consent Injunction is attached hereto as Exhibit A.

3. On November 9, 2010, Defendants filed under seal a Progress Report on Permanent Injunction. A true and correct copy of that Progress Report is attached hereto as Exhibit B.

4. On March 6, 2008, Plaintiffs’ counsel took the deposition of Samuel A. Berlin, then the Senior Software Developer for LimeWire LLC. True and correct copies of excerpts of the official transcript of Mr. Berlin’s March 6, 2008 deposition are attached hereto as Exhibit C.

5. On March 29, 2008, Plaintiffs’ counsel took the deposition of David Nicponski, a former software engineer for LimeWire LLC. True and correct copies of excerpts of the official transcript of Mr. Nicponski’s March 29, 2008 deposition are attached hereto as Exhibit D.

6. On March 20, 2008, Plaintiffs’ counsel took the deposition of Christopher Rohrs, a former software programmer for LimeWire LLC. True and correct copies of excerpts of the official transcript of Mr. Rohrs’s March 20, 2008 deposition are attached hereto as Exhibit E.

7. On June 19, 2010, Defendants submitted the Declaration of John Pavley in Opposition to Plaintiffs’ Motion for Permanent Injunction. A true and correct copy of that declaration is attached hereto as Exhibit F.

8. Attached hereto as Exhibit G is a true and correct copy of the Expert Report of Professor Steven Gribble, Defendants’ expert, dated May 19, 2008.

9. On April 24, 2008, Plaintiffs’ counsel took the continued deposition of Samuel A. Berlin, then the Senior Software Developer for LimeWire LLC. True and correct copies of

excerpts of the official transcript of Mr. Berlin's April 24, 2008 deposition are attached hereto as Exhibit H.

10. On April 23, 2008, Plaintiffs' counsel took the continued deposition of Gregory L. Bildson, the former COO and CTO of LimeWire, LLC. True and correct copies of excerpts of the official transcript of Mr. Bildson's April 23, 2008 deposition are attached hereto as Exhibit I.

11. Attached as Exhibit J is a true and correct copy of a printing of the message-board postings and replies from the "Forums" section of the LimeWire Pirate Edition website, <http://metapirate.webs.com/apps/forums/>, including the posting, "60 year old from boston, sure," posted by a user using the moniker "Zab" on November 11, 2010 at 7:57 PM.

12. Attached as Exhibit K is a true and correct copy of a printing of the user profile of "Zab" from the "Members" section of the LimeWire Pirate Edition website, <http://metapirate.webs.com/apps/members/>.

13. On November 15, 2010, counsel for Defendants, Mr. Baio, sent a letter to Magistrate Judge Freeman regarding "LimeWire Pirate Edition." Our firm provided a true and correct copy of Mr. Baio's letter to Professor Ellis Horowitz. A true and correct copy of that letter appears as Exhibit D to Professor Horowitz's Declaration, submitted in support of the present motion.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: November 18, 2010
Los Angeles, CA

/s/ *Kelly M. Klaus*
Kelly M. Klaus